

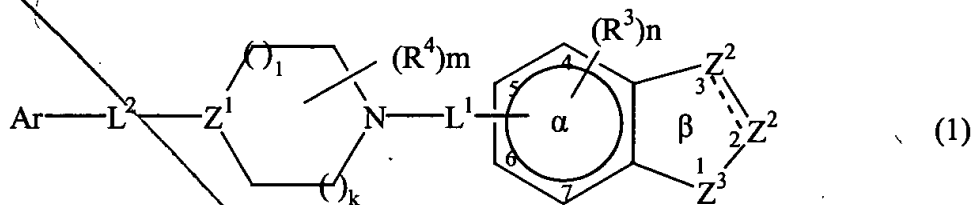
09/575 060

# AMENDMENT


## In the Claims:

### Please replace present claim 1 with the following claim 1:

1. (Amended) A compound of the formula:



and the pharmaceutically acceptable salts thereof, or a pharmaceutical composition thereof, wherein

 represents a single or double bond;

one Z<sup>2</sup> is CA or CR<sup>8</sup>A and the other is CR<sup>1</sup>, CR<sup>1</sup><sub>2</sub>, NR<sup>6</sup> or N wherein each R<sup>1</sup>, R<sup>6</sup> and R<sup>8</sup> is independently hydrogen or noninterfering substituent;

A is -W<sub>i</sub>-COX<sub>j</sub>Y wherein Y is COR<sup>2</sup> or an isostere thereof and R<sup>2</sup> is hydrogen or a noninterfering substituent, each of W and X is a spacer of 2-6Å, and each of i and j is independently 0 or 1;

Z<sup>3</sup> is NR<sup>7</sup> or O;

each R<sup>3</sup> is independently a noninterfering substituent;

n is 0-3;

each of L<sup>1</sup> and L<sup>2</sup> is a linker;

each R<sup>4</sup> is independently a noninterfering substituent;

m is 0-4;

Z<sup>1</sup> is N;

each of l and k is 1;

Ar is an aryl group substituted with 0-5 noninterfering substituents, wherein two noninterfering substituents can form a fused ring; and

the distance between the atom of Ar linked to L<sup>2</sup> and the center of the α ring is 4.5-24Å.

Please cancel claims 10 and 13.

**Please replace present claim 39 with the following claim 39:**

A2  
39. (Amended) A pharmaceutical composition for treating conditions characterized by enhanced p38- $\alpha$  activity which composition comprises a therapeutically effective amount of a compound claim 1 or the pharmaceutically acceptable salts thereof, along with a pharmaceutically acceptable excipient.

**Please replace present claim 42 with the following claim 42:**

A3  
42. (Amended) A method to treat rheumatoid arthritis comprising administering to a subject in need of such treatment a compound of claim 1 or the pharmaceutically acceptable salts thereof, or a pharmaceutical composition thereof.

Please cancel claims 43 and 44.